

eFiled 6/11/07

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 11 *Lead Counsel for Plaintiffs*

12 **UNITED STATES DISTRICT COURT**
 13 **NORTHERN DISTRICT OF CALIFORNIA**
 14 **SAN JOSE DIVISION**

15 In re ULTRATECH, INC. DERIVATIVE)
 LITIGATION)

Master File No. 5:07-cv-01349-JF

17 This Document Relates To:)

18 ALL ACTIONS)

17 STIPULATION AND ~~[PROPOSED]~~
 18 ORDER TO VOLUNTARILY
 19 DISMISS THE ACTION
 20 WITHOUT PREJUDICE

21 WHEREAS, two related shareholder derivative actions on behalf of nominal defendant
 22 Ultratech, Inc. ("Ultratech") were filed in this Court:

Abbreviated Case Name	Case Number	Date Filed
Bui v. Berry, et al.	C-07-01349-JF	03/07/07
Ehrenberg v. Berry, et al.	C-07-01811-JF	03/30/07

25 WHEREAS, pursuant to a stipulation of the parties, on May 11, 2007, this Court entered an
 26 Order consolidating these cases under the caption "*In re Ultratech, Inc. Derivative Litigation*," under
 27 docket number Master File No. 5:07-cv-01349-JF, and appointing plaintiffs Coy T. Bui and Charles
 28

STIP & [PROPOSED] ORDER TO VOLUNTARILY
 DISMISS THE ACTION WITHOUT PREJUDICE

1 B. Ehrenberg as Lead Plaintiffs and the law firm of Schiffrin Barroway Topaz & Kessler, LLP as
2 Lead Counsel;

3 WHEREAS, on May 18, 2007, Lead Plaintiffs sought an extension until May 29, 2007, to
4 file their Consolidated Complaint;

5 WHEREAS, on May 21, 2007, this Court entered an Order granting Lead Plaintiffs the
6 requested extension to file their Consolidated Complaint on May 29, 2007;

7 WHEREAS, following a presentation by Defendants' counsel concerning the internal
8 investigation undertaken by a special committee of the Ultratech Board of Directors and after
9 conducting further investigation, Lead Plaintiffs have determined not to pursue this action;

10 WHEREAS, Fed. R. Civ. P. 41(a)(1) authorizes Plaintiffs to voluntarily dismiss an action,
11 without prejudice, "by filing a stipulation of dismissal signed by all parties who have appeared in the
12 action;"

13 WHEREAS, the parties agree to a binding non-disparagement provision pursuant to the
14 dismissal;

15 IT IS STIPULATED AND AGREED by the parties, through their respective counsel, that:

- 16 1. Pursuant to Fed. R. Civ. P. 41(a)(1) this action shall be dismissed without prejudice;
17 2. Defendants agree that they, their agents and attorneys will publicly represent only that
18 the above-captioned action was "voluntarily dismissed by Plaintiffs" and was "without merit."

1 DATED: June 6, 2007

SCHIFFRIN BARROWAY TOPAZ &
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8 DATED: June 6, 2007

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10 /s/ Ken Kuwayti
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14 X

15 X

16 X

17 X

18 X

* * *

ORDER

PURSUANT TO STIPULATION, IT IS SO ORDERED.

23 DATED: 6/8/07


UNITED STATES DISTRICT JUDGE
JEREMY FOGEL